1340648

FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

| OMB | APPROV | AL |
|-------------|-----------|----------|
| OMB Num | ber: 3 | 235-0076 |
| Expires: | | 30, 1991 |
| Estimated | average b | urden |
| hours per r | Maponse | 16.00 |

| SEC USE ONLY | | | | |
|--------------|--------|--|--|--|
| Prefix | Serial | | | |
| DATE R | CEIVED | | | |

| Name of Offering (check if this is an amendment and name has change WIW PARTNERS L.P. | d, and indicate change.) |
|--|---------------------------------|
| Filing Under (Check box(es) that apply): Rule 504 Rule 505 | Rule 506 D Section 4(6) D ULOE |
| Type of Filing: New Filing | |
| A. BASIC EDENTIFICATIO | N DATA |
| 1. Enter the information requested about the issuer | 18, |
| Name of Issuer (check if this is an amendment and name has changed, WIW Partners L.P. | and indicate change.) |
| Address of Executive Offices (Number and Street, City, State, Z | |
| c/o 101 Productions Ltd., 260 West 44th St., Suite 600, New York, NY 10030 | |
| Address of Principal Business Operations (Number and Street, City, State, Z (if different from Executive Offices) | |
| Brief Description of Business | of the |
| Investment in the Broadway production | of the |
| dramatico-musical work entitled "Wom | 9 4 ZIII 7 |
| Type of Business Organization | THOMOS. F |
| □ corporation □ limited partnership, already formed | Other (please specify)ANCIAI |
| □ business trust □ limited partnership, to be formed | - ME |
| Actual or Estimated Date of Incorporation or Organization: Month 0 8 0 S ORGANIZATION: United States of | Service abbreviation for State: |

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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| | A. BASIC IDENTI | FICATION DATA | | |
|---|----------------------------|----------------------------|---------------------------------------|--------------------------------------|
| 2. Enter the information requested for the | following: | ٠. | | |
| • Each promoter of the issuer, if the i | issuer has been organized | within the past five yes | trs; | |
| Each beneficial owner having the po securities of the issuer; | wer to vote or dispose, o | r direct the vote or dispo | osition of, 10% | or more of a class of equ |
| Each executive officer and director of | f corporate issuers and of | corporate general and π | anaging partne | rs of partnership issuers; a |
| Each general and managing partner | | | | |
| Check Box(es) that Apply: Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | <u> </u> | |
| Ostar Enterprises, Inc. | _ | | | |
| Business or Residence Address (Number : | and Street, City, State, 2 | Zip Code) | | |
| 54 Wilton Road, Westport, CT 0688 | 80 | | | |
| Check Box(es) that Apply: Promoter | ☐ Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | · · · · · · · · · · · · · · · · · · · | |
| Haber, William | • | <u> </u> | ٠. | |
| Business or Residence Address (Number a | and Street, City, State, 2 | Lip Code) | | |
| c/o Ostar Enterprises, 54 Wilton Ro | ad, Westport, CT 0 | 5880 | | |
| Check Box(es) that Apply: Promoter | ☐ Beneficial Owner | D Executive Officer | □ Director | General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | |
| Robert Boyett Theatricals LLC | | | | |
| Business or Residence Address (Number | and Street, City, State, 2 | Lip Code) | | |
| 268 West 44th Street, 4th Floor, Ne | w York, NY 10036 | | | |
| Check Box(es) that Apply: | ☐ Beneficial Owner | Executive Officer | Director | © General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | |
| Boyett, Robert | | | | |
| Business or Residence Address (Number | | Cip Codé) | 78.00 | |
| 781 Fifth Avenue, Apt. 1804, New | York, NY 10022 | | | · · . |
| Check Box(es) that Apply: Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☑ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | |
| Nederlander Presentations, Inc. | | | | |
| Business or Residence Address (Number | and Street, City, State, 2 | Lip Code) | | |
| 1450 Broadway, 6th Floor, New Yo | ork, NY 10018 | | | |
| Check Box(es) that Apply: Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if individual) Nederlander, James L. | | | : | |
| Business or Residence Address (Number | and Street, City, State, | Zip Code) | | · |
| 145 Central Park West, #7A, New Y | York, NY 10023 | · | • | |
| Check Box(es) that Apply: Promoter | ☐ Beneficial Owner | Executive Officer | ☐ Director | ☑ General and/or Managing Partner |
| Full Name (Last name first, if individual) The Really Useful Concert Tour Co | ompany, Inc. | | | |
| <u> </u> | and Street, City, State, | Zip Code) | · | |
| 41 West 57th Street, New York, NY | Y 10019 | • | | |

| 2. Enter the information re | | A. BASIC IDENTI | FICATION DATA | | |
|---|---------------------|----------------------------|----------------------------|---------------------------------------|---|
| p. Elita tik ilitariation (| quested for the | following: | • • | | |
| Each promoter of the | e issuer, if the is | ssuer has been organized | within the past five yea | rs; | |
| Each beneficial owner securities of the issue | r having the pover; | wer to vote or dispose, o | r direct the vote or dispo | sition of, 10% | or more of a class of equ |
| Each executive office | r and director of | corporate issuers and of | corporate general and m | anaging partne | rs of partnership issuers; a |
| _ | | of partnership issuers. | | | • |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | Ceneral and/or Managing Partner |
| Full Name (Last name first, | if individual) | | | | |
| Brown, Peter | | _ | | | |
| Business or Residence Addr | ess (Number r | and Street, City, State, 2 | Lip Code) | | |
| 135 Central Park West | , #2N, New Y | ork, NY 10023 | | | |
| Check Box(es) that Apply: | D Promoter | ☐ Beneficial Owner | ☐ Executive Officer | Director | © General and/or Managing Partner |
| Full Name (Last pame first, | if individual) | | | · · · · · · · · · · · · · · · · · · · | |
| ATG Management Ltd | ./Woman in \ | White | | | |
| Business or Residence Addr | ess (Number 1 | end Street, City, State, 2 | Lip Code) | | · |
| c/o Sonia Friedman Pr | oductions Ltd | l., New Ambassador | s Theatre, West Stre | et, London V | VC2H, U.K. |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | D Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, | if individual) | | | | |
| Friedman, Sonia | | | • | | |
| Business or Residence Addre | ess (Number 1 | and Street, City, State, 2 | Lip Code) | | |
| 30 Massingham Street, | | | • | | |
| | | ☐ Beneficial Owner | D Executive Officer | Director | © General and/or Managing Partner |
| full Name (Last name first, | if Individual) | | | | |
| Business or Residence Addr | ess (Number (| and Street, City, State, 2 | (in Code) | · | |
| ACTION OF PROMISED PARTY. | 100 C | | | 771.1 | • • • |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | General and/or Managing Partner |
| Full Name (Last name first, | if individual) | | | | |
| Business or Residence Addr | ess (Number 1 | and Street, City, State, 2 | Lip Code) | | |
| Check Box(es) that Apply: | D Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner |
| Pull Name (Last pame first, | if individual) | | * | : | |
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| Business or Residence Addr Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner |
| | | ☐ Beneficial Owner | ☐ Executive Officer | □ Director | |

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| | | An | swer also | in Append | ix, Colum | n 2, if fili | ng under t | JLOE. | • | | | |
| is the min | nimum inv | estment th | at will be | accepted : | from any | individua): | | | | | . s_N/. | 4 |
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| ssociated | Broker or | Dealer | | | | | | | | | | |
| hich Pers | on Listed | Has Solici | ted or Int | ends to So | licit Purch | nasers | | | | | | |
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If more than five (5) persons to be listed are associated persons, you may set forth the information for that broker or dealer only (Last name first, if individual) N/A Residence Address (Number and Street, City, State, Zip Code) ssociated Broker or Dealer Thich Person Listed Has Solicited or Intends to Solicit Purchasers All States" or check individual States) [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [SC] [SD] [TN] [TN] [UT] [VT] [VA] [WA] [WV] (Last name first, if individual) Residence Address (Number and Street, City, State, Zip Code) | Answer also in Appendix, Column 2, if filing under ULOE. is the minimum investment that will be accepted from any individual? the offering permit joint ownership of a single unit? the information requested for each person who has been or will be paid or given, directly or indirectly, at a similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. Itsted is an associated person or agent of a broker or dealer registered with the SEC and/or with a state name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such aler, you may set forth the information for that broker or dealer only. (Last name first, if individual) N/A Residence Address (Number and Street, City, State, Zip Code) issociated Broker or Dealer Thich Person Listed Has Solicited or Intends to Solicit Purchasers All States or check individual States) [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [N] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [NE] [NN] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] (Last name first, if individual) Residence Address (Number and Street, City, State, Zip Code) | Answer also in Appendix, Column 2, If filing under ULOE. is the minimum investment that will be accepted from any individual? the offering permit joint ownership of a single unit? the information requested for each person who has been or will be paid or given, directly or indirectly, any commis remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states e name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broke aler, you may set forth the information for that broker or dealer only (Last name first, if individual) N/A Residence Address (Number and Street, City, State, Zip Code) ssociated Broker or Dealer Thich Person Listed Has Solicited or Intends to Solicit Purchasers All States' or check individual States) [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [H1] [N1] [N3] [N4] [N5] [N6] [N6] [N6] [N6] [N6] [N6] [N6] [N6 | Answer also in Appendix, Column 2, if filing under ULOE. is the minimum investment that will be accepted from any individual? Yes the offering permit joint ownership of a single unit? 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| C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE (| F PROCEEDS | |
|--|--------------------------|--------------------------------------|
| Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | | |
| Type of Security | Aggregate Offering Price | Amount Aiready Sold |
| Debt | 5 0 | s 0 |
| Equity | s 0 | s 0 |
| □ Common □ Preferred | | |
| Convertible Securities (including warrants) | S 0 | s 0 |
| Partnership Interests | \$9,000,000 | s 0 |
| Other (Specify) | s0 | s 0 |
| Totai | \$ 9,000,000 | s 0 |
| Answer also in Appendix, Column 3, if filing under ULOE. | | |
| 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | Number Investors | Aggregate Dollar Amount of Purchases |
| Accredited Investors | | |
| Non-accredited Investors | | . s |
| Total (for filings under Rule 504 only) | | . \$ |
| Answer also in Appendix, Column 4, if filing under ULOE. | | |
| 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. | Type of | Dollar Amount |
| Type of offering | Security | Sold |
| Rule 505 | | sN/A |
| Regulation A | | s N/A |
| Rule 504 | | . N/A |
| Total | | s N/A |
| 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future confingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | | |
| Transfer Agent's Fees | C | s 0 |
| Printing and Engraving Costs | e | \$ 100 |
| Legal Fees | E | \$ 2,000 |
| Accounting Fees | e | \$ 500 |
| Engineering Fees | c | \$0 |
| Sales Commissions (specify finders' fees separately) | c | \$ 0 |
| Other Expenses (identify) | E | |
| Total | e | \$ 2,600 |

| | C. OFFERING PRICE, NUMBI | ER OF INVESTORS, EXPENSES AND | USE | OF PROCEED | s | |
|-------|---|---|----------------|---|-----------------|----------------------|
| | b. Enter the difference between the aggregate of tion 1 and total expenses furnished in response to "adjusted gross proceeds to the issuer." | fering price given in response to Part C - | Ques- | | | 997,400 |
| | Indicate below the amount of the adjusted gross used for each of the purposes shown. If the amount mate and check the box to the left of the estimate adjusted gross proceeds to the issuer set forth | unt for any purpose is not known, furni | sh an coual | | | |
| | · | ' | | Payments to Officers, Directors, & Affiliates | Pi | lyments To Others |
| | Salaries and fees | ****************************** | D \$ | 0 | Ø \$ _4 | 1,500 |
| | Purchase of real estate | • | | | D \$ | 0 |
| | Purchase, rental or leasing and installation of | | | | — | 0 |
| | Construction or leasing of plant buildings an | • • • | | | | 0 |
| | Acquisition of other businesses (including the offering that may be used in exchange for the | e assets or securities of another | | • | | 0 |
| | issuer pursuant to a merger) | | | | D \$ | 0 |
| | Repayment of indebtedness | | | | D S | |
| | Working capital | | D \$ | | □ \$ 8,9 | 992,900 |
| | Other (specify): | | D \$ | 0 | D \$ | 0 |
| | | | D \$ | 0 | D \$ | 0 |
| | Column Totals | | D \$ | 0 | 2 \$ 8,9 | 992,900 |
| | Total Payments Listed (column totals added) | | | | 97,400 | _ |
| | | D. FEDERAL SIGNATURE | | · | | |
| follo | issuer has duly caused this notice to be signed by wing signature constitutes an undertaking by the it of its staff, the information furnished by the i | issuer to furnish to the U.S. Securities ar | id Ex | change Commis | sion, upo | n written re |
| İssu | er (Print or Type) | Signature of a selection | | - Date | | |
| W | IW Partners L.P. | I I WHAT TOURS | | 9 | /23/05 | |
| | ne of Signer (Print or Type) | Title of Signer (Print or Type) | | | | |
| | bert Boyett Theatricals LLC Robert Boyett | Manager of General Part | ner | | | |

| | E. STATE SIGNATURE | 4 \$ 10 mu \$ 4 mu v |
|--|---|---|
| 1. Is any party described in 17 CFR 230.25 of such rule? | 12(c), (d), (e) or (f) presently subject to any of the | disqualification provisions Yes No |
| • | See Appendix, Column 5, for state response. | and an |
| 2. The undersigned issuer hereby undertake Form D (17 CFR 239.500) at such times | s to furnish to any state administrator of any state i as required by state law. | in which this notice is filed, a notice on |
| 3. The undersigned issuer hereby undertake issuer to offerees. | s to furnish to the state administrators, upon written | n request, information furnished by the |
| Emited Offering Exemption (ULOE) of the | e issuer is familiar with the conditions that must be he state in which this notice is filed and understands ablishing that these conditions have been satisfied. | e satisfied to be entitled to the Uniform that the issuer claiming the availability |
| The issuer has read this notification and known indersigned duly authorized person. | vs the contents to be true and has duly caused this | notice to be signed on its behalf by the |
| Sister (Print or Type) WIW Partners L.P. | Signaruje Man Kong | Date 9/23/05 |
| Name (Print or Type) Robert Boyett Theatricals LLC By: Robert Boyett | Title (Print or Type) Manager of General Partner | |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.